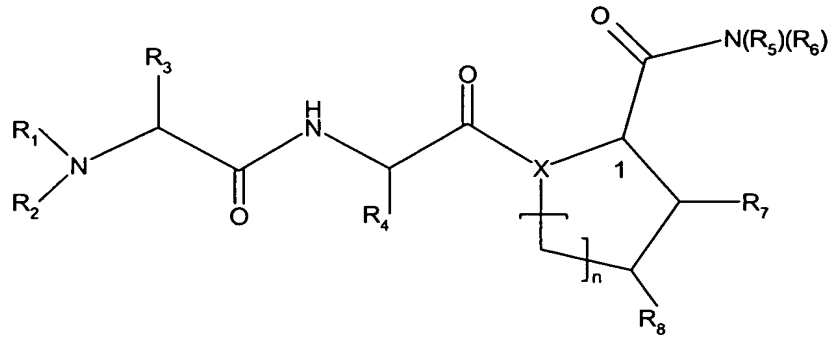
Amendments to the Claims

Listing of Claims:

Claims 1-14 (canceled)

Claim 15 (new): A compound of the formula (I)



wherein

R_1 is H;

R_2 is H, C_1-C_4alkyl which is unsubstituted or substituted by one or more substituents selected from halogen, -OH, -SH, $-OCH_3$, $-SCH_3$, -CN, -SCN and nitro;

R_3 is H, $-CF_3$, $-C_2F_5$, $-CH_2$-Z or R_2 and R_3 together form with the nitrogen form a C_3-C_6heteroaliphatic ring;

Z is H, -OH, F, Cl, $-CH_3$; $-CF_3$, $-CH_2Cl$, $-CH_2F$ or $-CH_2OH$;

R_4 is C_1-C_{16} straight chain alkyl, C_3-C_{10} branched chain alkyl, $-(CH_2)_{0-6}$-C_3-C_7-cycloalkyl, $-(CH_2)_{1-6}$-Z_1, $-(CH_2)_{0-6}$-phenyl, and $-(CH_2)_{0-6}$-het, wherein the alkyl, cycloalkyl and phenyl substituents are unsubstituted or substituted;

Z_1 is $-N(R_9)$-C(O)-C_1-C_{10}alkyl, $-N(R_9)$-C(O)-$(CH_2)_{1-6}$-C_3-C_7-cycloalkyl, $-N(R_9)$-C(O)-$(CH_2)_{0-6}$-phenyl, $-N(R_9)$-C(O)-$(CH_2)_{1-6}$-het, -C(O)-$N(R_{10})(R_{11})$, -C(O)-O-C_1-C_{10}alkyl, -C(O)-O-$(CH_2)_{1-6}$-C_3-C_7-cycloalkyl, -C(O)-O-$(CH_2)_{0-6}$-phenyl, -C(O)-O-$(CH_2)_{1-6}$-het, -O-C(O)-C_1-C_{10}alkyl, -O-C(O)-$(CH_2)_{1-6}$-C_3-C_7-cycloalkyl, -O-C(O)-$(CH_2)_{0-6}$-phenyl, -O-C(O)-$(CH_2)_{1-6}$-het, wherein the alkyl, cycloalkyl and phenyl substituents are unsubstituted or substituted;

het is a 5-7 membered heterocyclic ring containing 1, 2 or 3 heteroatoms selected from N, O and S, or an 8-12 membered fused ring system including at least one 5-7 membered heterocyclic ring containing 1, 2 or 3 heteroatoms selected from N, O, and S, which heterocyclic ring or fused ring system is unsubstituted or substituted on a carbon atom by

halogen, hydroxy, C_1-C_4alkyl, C_1-C_4 alkoxy, nitro, -O-C(O)-C_1-C_4alkyl or -C(O)-O-C_1-C_4-alkyl or on a nitrogen by C_1-C_4 alkyl, -O-C(O)-C_1-C_4alkyl or -C(O)-O-C_1-C_4-alkyl;

R_9 is H, $-CH_3$, $-CF_3$, $-CH_2OH$ or CH_2Cl;

R_{10} and R_{11} are each independently H, C_1-C_4alkyl, C_3-C_7-cycloalkyl, -$(CH_2)_{1-6}$-C_3-C_7-cycloalkyl, -$(CH_2)_{0-6}$-phenyl, wherein the alkyl, cycloalkyl and phenyl substituents are unsubstituted or substituted, or R_{10} and R_{11} together with the nitrogen are het;

X is CH or N;

R_5 is H, C_1-C_{10}-alkyl, C_3-C_7-cycloalkyl, -$(CH_2)_{1-6}$-C_3-C_7-cycloalkyl, -C_1-C_{10}-alkyl-aryl, -$(CH_2)_{0-6}$-C_3-C_7-cycloalkyl-$(CH_2)_{0-6}$-phenyl, -$(CH_2)_{0-4}$CH-($(CH_2)_{1-4}$-phenyl)$_2$, -$(CH_2)_{0-6}$-CH(phenyl)$_2$, -C(O)-C_1-C_{10}alkyl, -C(O)-$(CH_2)_{1-6}$-C_3-C_7-cycloalkyl, -C(O)-$(CH_2)_{0-6}$-phenyl, -$(CH_2)_{1-6}$-het , -C(O)-$(CH_2)_{1-6}$-het, wherein the alkyl, cycloalkyl, phenyl and aryl substituents are unsubstituted or substituted;

R_6 is H, methyl, ethyl, $-CF_3$, $-CH_2OH$ or $-CH_2Cl$; or

R_5 and R_6 together with the nitrogen are het;

R_7 and R_8 are cis relative to the acyl substituent at the one position of the ring and are each independently H, -C_1-C_{10} alkyl, -OH, -O-C_1-C_{10}-alkyl, -$(CH_2)_{0-6}$-C_3-C_7-cycloalkyl, -O-$(CH_2)_{0-6}$-aryl, phenyl, -$(CH_2)_{1-6}$-het, -O-$(CH_2)_{1-6}$-het, -N(R_{12})(R_{13}), -S-R_{12}, -S(O)-R_{12}, -$S(O)_2$-R_{12}, -$S(O)_2$-$NR_{12}R_{13}$ wherein the alkyl, cycloalkyl and aryl substituents are unsubstituted or substituted;

R_{12} and R_{13} are independently H, C_1-C_{10} alkyl, -$(CH_2)_{0-6}$-C_3-C_7-cycloalkyl, -$(CH_2)_{0-6}$-$(CH)_{0-1}(aryl)_{1-2}$, -C(O)-C_1-C_{10}alkyl, -C(O)-$(CH_2)_{1-6}$-C_3-C_7-cycloalkyl, -C(O)-O-$(CH_2)_{0-6}$-aryl, -C(O)-$(CH_2)_{0-6}$-O-fluorenyl, -C(O)-NH-$(CH_2)_{0-6}$-aryl, -C(O)-$(CH_2)_{0-6}$-aryl, -C(O)-$(CH_2)_{1-6}$-het, wherein the alkyl, cycloalkyl and aryl substituents are unsubstituted or substituted;or a substituent that facilitates transport of the molecule across a cell membrane, or R_{12} and R_{13} together with the nitrogen are het;

aryl is phenyl or naphthyl which is unsubstituted or substituted;

n is 0, 1 or 2;

and wherein

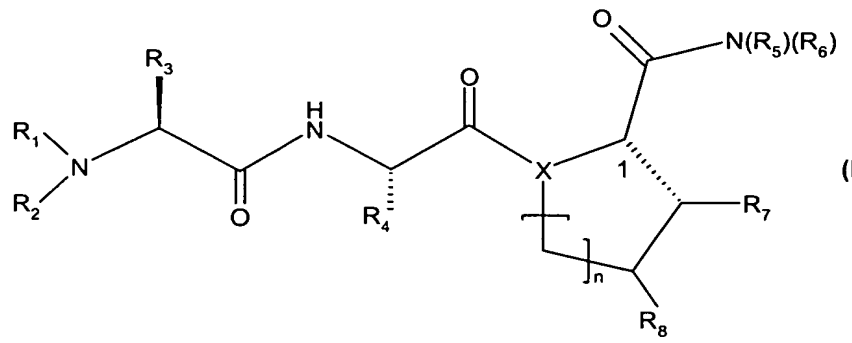
substituted alkyl substituents are substituted by one or more substituents selected from a double bond, halogen, OH, -O-C_1-C_6alkyl, -S-C_1-C_6alkyl and $-CF_3$;

substituted cycloalkyl substituents are substituted by one or more substituents selected from a double bond, C_1-C_6alkyl, halogen, OH, -O-C_1-C_6alkyl, -S-C_1-C_6alkyl and $-CF_3$; and substituted phenyl or aryl are substituted by one or more substituents selected from halogen, hydroxy, C_1-C_4 alkyl, C_1-C_4 alkoxy, nitro, -CN, -O-C(O)-C_1-C_4alkyl and –C(O)-O-C_1-C_4-alkyl, or a pharmaceutically acceptable salt thereof.

Claim 16 (new): A compound of claim 15 wherein R_2 is H or methyl and R_3 is methyl.

Claim 17 (new): A compound of claim 15 wherein n is 1.

Claim 18 (new): A compound of claim 15 having the stereochemistry indicated in formula II



(II)

Claim 19 (new): A compound of claim 18 wherein R_2 is H or methyl and R_3 is methyl.

Claim 20 (new): A compound of claim 18 wherein n is 1.

Claim 21 (new): A pharmaceutical composition which comprises a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of formula I according to claim 15.

Claim 22 (new): A pharmaceutical composition which comprises a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of formula II according to claim 18.

Claim 23 (new): A pharmaceutical composition according to claim 21 for treating a proliferative disease.

Claim 24 (new): A pharmaceutical composition according to claim 22 for treating a proliferative disease.

Claim 25 (new): A method of treating a proliferative disease which comprises administering a therapeutically effective amount of a compound of formula I according to claim 15 to a mammal in need of such treatment.

Claim 26 (new): A method of treating a proliferative disease which comprises administering a therapeutically effective amount of a compound of formula II according to claim 18 to a mammal in need of such treatment.

Claim 27 (new): A method of claim 25 wherein the mammal is a human.

Claim 28 (new): A method of claim 26 wherein the mammal is a human.